

James L. Bromley
Avram E. Luft
CLEARY GOTTlieb STEEN &
HAMILTON LLP
One Liberty Plaza
New York, New York 10006
Telephone: (212) 225-2000
Facsimile: (212) 225-3999

*Counsel for The International Union, United
Automobile, Aerospace and Agricultural
Implement Workers of America, AFL-CIO*

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----	X
	:
In re	: Chapter 11
	:
General Motors Corporation, <i>et al.</i> ,	: Case No. 09-50026 (REG)
	:
Debtors.	: (Jointly Administered)
	:
-----	X

**TABLE OF CONTENTS AND TABLE OF AUTHORITIES FOR THE
RESPONSE OF THE INTERNATIONAL UNION, UNITED
AUTOMOBILE, AEROSPACE AND AGRICULTURAL IMPLEMENT
WORKERS OF AMERICA, AFL-CIO TO OBJECTIONS TO DEBTORS'
MOTION FOR AN ORDER AUTHORIZING THE SALE OF
SUBSTANTIALLY ALL OF THE DEBTORS' ASSETS AND OTHER RELIEF**

TABLE OF CONTENTS

	<u>Page</u>
TABLE OF AUTHORITIES	iii
PRELIMINARY STATEMENT	2
BACKGROUND	3
<i>UAW CBAs with the Debtors</i>	3
<i>The 363 Transaction: CBA Amendments and the UAW Retiree Settlement Agreement</i>	4
<i>The Objections</i>	6
AN AGREEMENT ON RETIREE HEALTH BENEFITS WAS NECESSARY FOR AN OVERALL LABOR DEAL	7
THE SALE PROVIDES NO DISTRIBUTIONS ON ACCOUNT OF THE UAW’S PREPETITION CLAIMS	9
REQUEST FOR RELIEF	10

TABLE OF AUTHORITIES

	Page(s)
<u>Rules and Statutes</u>	
11 U.S.C. § 105.....	1
11 U.S.C. § 363.....	1
11 U.S.C. § 365.....	1
11 U.S.C. § 1114(a)	3
11 U.S.C. § 1114(c)	3
Bankr. S.D.N.Y. R. 1007-2.....	3, 7
Fed. R. Bankr. P. 2002, 6004, 6006.....	1
 <u>Cases</u>	
<u>In re Chrysler LLC</u> , 405 B.R. 84 (Bankr. S.D.N.Y. 2009).....	2, 9